

of Mississippi Valley and Philip Kelly (a Broadcast Properties principal) as Secretary and Treasurer of Mississippi Valley. In sum, under the Merger Agreement, TCOM, Broadcast Properties and I will have equal ownership interests and, through the Board of Directors, equal management authority.

4. Under the Merger Agreement, TCOM, Broadcast Properties and I each agree to share equally in the costs associated with the construction and initial (three months) operation of the Channel 292C3 station. This will be accomplished by debt financing, equity financing or a combination of both. If required by a lending institution, TCOM and its principals, Broadcast Properties and its principals and I shall jointly and severally guarantee repayment of the loan.

5. Under the Merger Agreement, TCOM and Broadcast Properties will not receive any monetary consideration for the dismissal of their respective applications. In the event, however, that any of the parties (including me) is unable to meet a capital call for equity financing in the amounts described in the Merger Agreement, Mississippi Valley will have the option to acquire the shares of the non-contributing shareholder in consideration for (a) its capital costs previously made and (b) an amount equal to the application expenses of the non-contributing member but not to exceed \$10,000. In addition, after the station commences program tests, the three owners will have the right to put their shares to Mississippi Valley during a 180 day period for an amount equal to (a) their application expenses but not to exceed \$10,000, (b) their

capital contributions previously made, and (c) an amount equal to the fair market value of their respective interests but not to exceed \$25,000. In substance then, if a shareholder decided not to provide equity capital to the corporation, he could recoup his investment in his application (with a \$10,000 cap) and his investment in Mississippi Valley. In addition, after the station goes on the air, any shareholder could for a brief period if he so chose to recoup his investment in his application (with a \$10,000 cap) and in Mississippi Valley and be paid fair market value for his interest in Mississippi Valley with a cap of \$25,000.

6. In sum, it is the intention of the parties to enter into a bona fide merger and to share equally in the risk and rewards of the business venture. Under the Merger Agreement, no party is guaranteed any payment regardless of the outcome of the business venture.

Executed this 4th day of May, 1992.



Howard G. Bill

APPENDIX D

U.S. Radio Markets

Fayetteville, NC: Rank 120

MSA: 306,900; TSA: 766,400
 Stations: WAGR, WCIE, WFAI, WFLB, WFMO, WFNC, WGQR-FM, WIDU, WJSK-FM, WKKE, WKML-FM, WMXF-FM, WQSM-FM, WRCQ-FM, WSTS-FM, WTBS, WXKL, WYRU, WZFX-FM.

Fayetteville-Springdale, AR: Rank 166

MSA: 180,400; TSA: 282,100
 Stations: KAMO, KAMO-FM, KBRS, KCIZ-FM, KESE-FM, KEZA-FM, KFAY, KJEM, KKEG-FM, KKIP, KKIX-FM, KMCK-FM, KOFC, KOLZ-FM, KQXK, KUOA, KURM.

Flint, MI: Rank 105

MSA: 346,700; TSA: 510,200
 Stations: WACY, WCRZ-FM, WDZZ-FM, WFDF, WFLL, WGMZ-FM, WKM, WOYE-FM, WTAC, WWCK, WWCK-FM, WWGZ, WWGZ-FM.

Florence, SC: Rank 191

MSA: 144,700; TSA: 206,500
 Stations: WDAR, WDAR-FM, WHLZ-FM, WHSC, WJMX, WJMX-FM, WMXT-FM, WOLS, WTN, WLVC, WWFN-FM, WYNN, WYNN-FM.

Fort Myers, FL: Rank 121

MSA: 306,700; TSA: 600,700
 Stations: WAKS-FM, WAVV-FM, WCKT-FM, WCRM, WCVU-FM, WDCQ, WHEW-FM, WINK, WINK-FM, WKZY-FM, WMYR, WOLZ-FM, WRXK-FM, WSUV-FM, WWCL, WWCN, WZCR-FM.

Fort Pierce-Stuart-Vero Beach, FL: Rank 119

MSA: 309,800; TSA: 335,200
 Stations: WAVV-FM, WAXE, WGYL-FM, WHLG-FM, WIRA, WJNX, WPSL, WQOL-FM, WSTU, WTTB, WZRR-FM.

Fort Smith, AR: Rank 164

MSA: 182,300; TSA: 412,300
 Stations: KAYR, KBBO-FM, KEZU-FM, KFDF, KFPW, KFSA, KISR-FM, KKID, KKID-FM, KLMK-FM, KLSZ-FM, KMAG-FM, KOLX-FM, KPBI, KPRV, KPRV-FM, KTCS, KTCS-FM, KWHN, KZBB-FM, KZKZ-FM.

Fort Walton Beach, FL: Rank 210

MSA: 123,000; TSA: 147,200
 Stations: WAAZ-FM, WCNU, WFSH, WFTW, WGTX, WJSB, WKSM-FM, WMMK-FM, WNUE, WQUH-FM, WWAV-FM, WWSF, WWSF-FM, WYZB-FM.

Fort Wayne, IN: Rank 123

MSA: 297,500; TSA: 834,900
 Stations: WAJ-FM, WBTO-FM, WBYR-FM, WDJB-FM, WFCV, WGL, WIFF, WIFF-FM, WJFX-FM, WJLT-FM, WLIVY, WMEE-FM, WOWO, WOWO-FM, WQHK, WQZ-FM, WXKE-FM.

Frederick, MD: Rank 203

MSA: 127,500; TSA: 127,500.
 Note: part of Washington, D.C., Metro.

Fresno, CA: Rank 69

MSA: 543,800; TSA: 1,106,200
 Stations: KBIF, KBOS-FM, KEYO, KEZL-FM, KFIG, KFIG-FM, KFRE, KFSO-FM, KGST, KHOT, KIGS, KIRV, KJFX-FM, KJOF-FM, KJAM, KKDJ-FM, KKFO, KMAK-FM, KMJ, KMMA-FM, KNAX-FM, KNGS-FM, KOQO, KOPW-FM, KRDU, KRCG, KRZR-FM, KSEQ-FM, KSKS-FM, KTA-FM, KTHT-FM, KXEX, KXMX-FM, KYNO.

Gainesville, FL: Rank 182

MSA: 157,600; TSA: 485,300
 Stations: WAJD, WEAG, WEAG-FM, WFEZ-FM, WGGG, WKTK-FM, WLCL-FM, WLUS, WMMZ-FM, WRUF, WRUF-FM, WTRS-FM, WYGC-FM, WYKS-FM, WYOC-FM.

Grand Forks, ND-MN: Rank 243

MSA: 83,600; TSA: 165,600
 Stations: KCNN, KJKJ-FM, KKCO, KKCO-FM, KKXL, KKXL-FM, KNOX, KNOX-FM, KQHT-FM, KROX, KSNR-FM, KYCK-FM, KZLT-FM.

Grand Junction, CO: Rank 249

MSA: 77,400; TSA: 171,200
 Stations: KEKB-FM, KEXO, KJYE-FM, KKLY-FM, KNZZ, KQIL, KQIX-FM, KSTR, KSTR-FM.

Grand Rapids, MI: Rank 66

MSA: 560,900; TSA: 1,332,700
 Stations: WCUZ, WCUZ-FM, WFUR, WFUR-FM, WGHN, WGHN-FM, WGRD, WGRD-FM, WHTC, WJFM-FM, WJPW, WJQK-FM, WKLO-FM, WKWM, WLAV, WLAV-FM, WLHT-FM, WMAX, WODJ-FM, WOOD, WOOD-FM, WWJQ, WYGR, WYXX-FM.

Great Falls, MT: Rank 256

MSA: 62,100; TSA: 123,300
 Stations: KAAK-FM, KEIN, KLFM-FM, KMON, KMON-FM, KQDI, KQDI-FM, KXGF.

Green Bay, WI: Rank 179

MSA: 161,000; TSA: 690,400
 Stations: WDDZ, WGEE, WHET-FM, WIXX-FM, WJLW-FM, WNFL, WQLH-FM.

Greensboro-Winston Salem-High Point, NC:

Rank 48
 MSA: 809,600; TSA: 1,903,800
 Stations: WAAA, WBFJ, WDX, WDSL, WGLD, WGOS, WHPE-FM, WJMH-FM, WKEW, WKRR-FM, WKSI-FM, WKTE, WKXR, WKZL-FM, WLXN, WMAG-FM, WMFR, WMQX-FM, WPCM-FM, WPET, WQMG, WQMG-FM, WSGH, WSJS, WSMX, WTHP-FM, WTNC, WTOB, WTQR-FM, WWGL-FM, WWMY-FM, WWWB-FM, WZOO.

Greenville-New Bern-Jacksonville, NC: Rank 81

MSA: 443,300; TSA: 924,300
 Stations: WBTB, WBZO, WCPQ, WCZI-FM, WDLX-FM, WELS, WGHM, WHTE-FM, WIKS-FM, WISP, WJCV, WJNC, WKGK-FM, WKJA-FM, WKOO-FM, WKQT-FM, WKZF-FM, WLAS, WLOJ, WMLB, WMSQ-FM, WNCT, WNCT-FM, WNOS, WOOW, WQDW-FM, WRHT-FM, WRNS, WRNS-FM, WRQR-FM, WRRF, WSFL, WSFL-FM, WTOW, WVYV-FM, WWOF, WXQR-FM.

Greenville-Spartanburg, SC: Rank 58

MSA: 670,800; TSA: 1,458,000
 Stations: WAGI-FM, WAIM, WANS, WASC, WBBO-FM, WBBR, WCCP, WCKI, WELP, WESC, WESCFM, WFBC, WFBC-FM, WFIS, WHPB, WHYZ, WJKI, WKDY, WLWZ-FM, WMUO, WMUO-FM, WMYI-FM, WORD, WPCJ, WPKJ, WRIX, WRIX-FM, WROQ-FM, WSPA, WSPA-FM, WSSL, WSSL-FM, WTBI, WWMM-FM.

Hagerstown-Chambersburg-Waynesboro, MD-PA: Rank 155

MSA: 206,000; TSA: 347,000
 Stations: WARK, WARX-FM, WAYZ, WAYZ-FM, WCBG, WCHA, WEEO, WGLL-FM, WHAG, WIKZ-FM, WJEJ, WKSL-FM, WPVG, WQCM-FM, WWMD-FM, WYII-FM.

Harrisburg-Lebanon-Carlisle, PA: Rank 75

MSA: 500,200; TSA: 1,426,800
 Stations: WADV, WAHT, WCMB, WCTX-FM, WHP, WHP-FM, WHYL, WHYL-FM, WIMX-FM, WIOO, WKBO, WLBR, WNNK, WNNK-FM, WQIN, WRKZ-FM, WSHP, WTPA-FM, WUFM-FM, WWII, WWKL-FM, WYGL-FM.

Harrisonburg, VA: Rank 251

MSA: 76,600; TSA: 233,200
 Stations: WAZR-FM, WBOP-FM, WBTX, WHBG, WKCY, WKCY-FM, WLTK-FM, WPKZ-FM, WQPO-FM, WRDJ-FM, WSVA.

Hartford-New Britain-Middletown, CT: Rank 41

MSA: 990,500; TSA: 2,568,800
 Stations: WBIS, WCCC, WCCC-FM, WCNX, WCTF, WDRC, WDRC-FM, WCHC-FM, WIOF-FM, WKND, WKSS-FM, WLVB, WLVB, WMMW, WNEZ, WNTY, WPOP, WRCH-FM, WRYM, WTIC, WTIC-FM, WZMX-FM.

Honolulu: Rank 56

MSA: 704,500; TSA: 704,500
 Stations: KAIM, KAIM-FM, KCCN, KCCN-FM, KDEO, KDEO-FM, KGU, KHXF-FM, KHHF-FM, KHVF, KIKH, KIKH-FM, KIKR, KIKR-FM, KILT, KILT-FM, KJOJ-FM, KJZS-FM, KKBO, KKBO-FM, KLAT, KLD-EFM, KLEV, KLOL-FM, KLTR-FM, KLVL, KMIA-FM, KMJQ-FM, KMPQ, KNUZ, KODA-FM, KPRC, KPRC-FM, KQOK-FM, KQUE-FM, KRBE, KRBE-FM, KRTS-FM, KRTX-FM, KSEV, KSHN-FM, KSSQ, KTEK, KTRH, KWJW, KXYZ, KYOK, KYST, KZFX-FM.

Houston-Galveston: Rank 10

MSA: 3,015,300; TSA: 3,772,400
 Stations: KBZ, KBZ-FM, KCOH, KEYH, KGBC, KGOL, KHCB-FM, KHM-FM, KHYS-FM, KIKK, KIKK-FM, KIKR, KIKR-FM, KILT, KILT-FM, KJOJ-FM, KJZS-FM, KKBO, KKBO-FM, KLAT, KLD-EFM, KLEV, KLOL-FM, KLTR-FM, KLVL, KMIA-FM, KMJQ-FM, KMPQ, KNUZ, KODA-FM, KPRC, KPRC-FM, KQOK-FM, KQUE-FM, KRBE, KRBE-FM, KRTS-FM, KRTX-FM, KSEV, KSHN-FM, KSSQ, KTEK, KTRH, KWJW, KXYZ, KYOK, KYST, KZFX-FM.

Huntington-Ashland, WV-KY: Rank 134

MSA: 260,500; TSA: 614,600
 Stations: WAEZ-FM, WCM, WCM-FM, WEMM-FM, WGOH, WGOH-FM, WGOH-FM, WGRD-FM, WHTC, WJFM-FM, WJPW, WJQK-FM, WKLO-FM, WKWM, WLAV, WLAV-FM, WLHT-FM, WMAX, WODJ-FM, WOOD, WOOD-FM, WWJQ, WYGR, WYXX-FM.

Huntsville, AL: Rank 109

MSA: 335,800; TSA: 790,000
 Stations: WAAJ, WAHR-FM, WAJF, WAUD, WBHP, WBXR, WDRM-FM, WEUP, WHOS, WHRT, WHVK-FM, WJRA, WKAC, WKGL, WKWM, WNDNA-FM, WQLT-FM, WRSA-FM, WTAK, WVNN, WZYP-FM.

Broadcasting & Cable Market Place 1992

Indianapolis: Rank 37

MSA: 1,035,500; TSA: 2,184,100
 Stations: WBRI, WCBK-FM, WENS-FM, WFBQ-FM, WFMS-FM, WFXF, WFXF-FM, WIBC, WIRE-FM, WKLR-FM, WMCB, WNSE, WNTS, WOOD, WPZ-FM, WSYW, WSYW-FM, WTL-C-FM, WTP-FM, WTT-FM, WTUX, WXIR-FM, WXLW, WXXP-FM, WYIC, WZPL-FM.

Ithaca, NY: Rank 246

MSA: 82,200; TSA: 138,300
 Stations: WHCU, WKRT, WNYP-FM, WPIE, WQNY-FM, WTKO, WVBR-FM, WYXL-FM.

Jackson, MS: Rank 116

MSA: 323,200; TSA: 841,600
 Stations: WHJT-FM, WIIN-FM, WJDS, WJDX-FM, WJMI-FM, WJNT, WJXN, WJXN-FM, WKXI, WKXI-FM, WLIN-FM, WLRM, WMGO, WMSI-FM, WOAD, WOHT-FM, WOKJ, WONG, WRJH-FM, WRKN, WSLI, WSTZ-FM, WTWZ, WTYX-FM, WZRX.

Jacksonville, FL: Rank 50

MSA: 791,600; TSA: 1,053,800
 Stations: WAI-A-FM, WACO, WAPE-FM, WAYR, WCGL, WCRJ-FM, WEIZ-FM, WFOY, WFYV, WFYV-FM, WHJX-FM, WHWY, WIVY-FM, WJAX, WJGC, WJXR-FM, WKQL-FM, WOKV, WOKV-FM, WPDO, WQAI, WQBR, WQIK, WQIK-FM, WROS, WRXJ, WSOS-FM, WSVE, WUVU-FM, WVOJ, WXTL, WZAZ, WZAZ-FM.

Johnson City-Kingsport-Bristol, TN-VA: Rank 84

MSA: 374,000; TSA: 759,400
 Stations: WABN-FM, WBBI, WBCV, WBEJ, WDUF, WEMB, WETB, WEYE-FM, WFHG, WFKB, WGAT, WIKO-FM, WITM, WJCC, WJDT-FM, WJTZ, WKIN, WKOS-FM, WKPT, WKTP, WMCH, WMEV, WMEV-FM, WOPI, WQUT-FM, WRGS, WTFM-FM, WUSJ-FM, WXBO-FM, WXIS-FM, WZAP.

Johnstown, PA: Rank 158

MSA: 201,100; TSA: 381,600
 Stations: WADJ, WAMQ, WBEM, WBRX-FM, WBXQ-FM, WCRO, WGLU-FM, WIYQ-FM, WJAC, WKOS-FM, WKXU-FM, WKYE-FM, WNCC, WNTJ, WRDD, WVSC, WVSC-FM, WYSN-FM, WZGO.

Joplin, MO: Rank 220

MSA: 112,300; TSA: 323,300
 Stations: KBTN, KDMO, KFSB, KIXO-FM, KKLL, KKLL-FM, KKOW, KKOW-FM, KKUZ-FM, KMOQ-FM, KMXL-FM, KOCD-FM, KOYX, KSYN-FM, KWAS, WMBH.

Kalamazoo, MI: Rank 162

MSA: 187,000; TSA: 440,600
 Stations: WHEZ, WKFR-FM, WKMI, WKPR, WKZO, WNWN-FM, WQLR-FM, WOSN, WQXC, WQXC-FM, WRKR-FM, WUBU-FM.

Kansas City, MO-KS: Rank 27

MSA: 1,307,900; TSA: 2,156,200
 Stations: KAOL, KAYX-FM, KBEA, KBEQ-FM, KBZR, KCCV, KCFM-FM, KCFX-FM, KCMO, KCMO-FM, KCNW, KCXL, KEXS, KFKF-FM, KIDZ, KJLA, KKKO, KLEX, KLSI-FM, KMFR-FM, KMBZ, KNHN, KPRS-FM, KPRT, KRVK-FM, KUDL-FM, KXTR-FM, KXXR-FM, KYYS-FM, WDAF, WHB.

Killeen-Temple, TX: Rank 152

MSA: 207,900; TSA: 311,400
 Stations: KIIZ, KIIZ-FM, KLFX-FM, KOOC-FM, KOOF-FM, KPLE-FM, KRYL-FM, KTEM, KTON.

Knoxville, TN: Rank 70

MSA: 518,200; TSA: 1,288,100
 Stations: WATO, WCGM, WDLY-FM, WDMF, WEMG, WEZK-FM, WGAP, WGAP-FM, WHJM, WIMZ, WIMZ-FM, WITA, WIVK, WIVK-FM, WJBZ-FM, WJFC, WKGN, WKNF-FM, WKXV, WLIL, WLIL-FM, WLQI-FM, WMDR, WMYU-FM, WNOX-FM, WOKI-FM, WORI, WQBB, WRJZ, WSEV, WTNN, WUTK, WWZZ-FM, WXST-FM, WYFC-FM, WYSH.

La Crosse, WI: Rank 247

MSA: 81,700; TSA: 290,900
 Stations: KAGE, KAGE-FM, KOEG-FM, WIZM, WIZM-FM, WKBH, WKBH-FM, WKTY, WLFN, WLRF-FM, WQJY-FM, WSPL-FM.

Lafayette, IN: Rank 221

MSA: 112,200; TSA: 291,500
 Stations: WASK, WASK-FM, WAZY-FM, WCFY, WEZV-FM, WKHY-FM.

Lafayette, LA: Rank 178

MSA: 163,900; TSA: 427,000
 Stations: KACY, KAJN-FM, KDEF-FM, KFXZ-FM, KJCB, KMDL-FM, KPEL, KROF, KROF-FM, KSMB-FM, KTDY-FM, KVOL, KVOL-FM.

CERTIFICATE OF SERVICE

I, Virginia L. Davidson, a secretary in the law offices of Gardner, Carton & Douglas, do hereby certify that true copies of the foregoing "JOINT REQUEST FOR APPROVAL OF AGREEMENT" were sent May 5, 1992, by first-class United States mail, postage prepaid, or as indicated by hand to the following:

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Administrative Law Judge
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Washington, D.C. 20554
(By Hand)

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Federal Communications Commission
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